

NO. 96,307M

THE STATE OF TEXAS § IN THE COUNTY COURT AT LAW
VS. § NUMBER ONE
HERCULES MARINE SERVICES
CORPORATION § BRAZORIA COUNTY, TEXAS

FIRST AMENDED SUGGESTION OF BANKRUPTCY

TO THE HONORABLE JUDGE OF COURT:

COMES NOW, HERCULES MARINE SERVICES CORPORATION, by and through his attorney of record, LLOYD D. STANSBERRY, and files herein the following First Amended Suggestion Of Bankruptcy and would respectfully show the Court as follows:

I.

On or about May 4, 1998, the Defendant, HERCULES MARINE SERVICES CORPORATION, filed a voluntary petition for bankruptcy in the United States Bankruptcy Court in the Southern District of Texas, in Cause No. 98-34630-H2-7, a copy of which is attached hereto as Exhibit A.

WHEREFORE, the Defendant would request that all proceedings herein be stayed until the resolution of the bankruptcy petition in the Southern District of Texas.

Respectfully Submitted,

Lloyd D. Stansberry
1600 E. Highway 6, Suite 425
First National Bank Building
Alvin, Texas 77511
(281) 331-4555
State Bar No. 19050500
Attorney for the Corporation

ORDER

On this the ____ day of _____, 19____, came on to be heard the Defendant's First Amended Suggestion of Bankruptcy, and the Court having considered same, orders that all proceedings herein be stayed until the resolution of the bankruptcy petition in the Southern District of Texas.

SIGNED AND ENTERED this the ____ day of _____, 19____.

JUDGE PRESIDING

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF TEXAS

VOLUNTARY
PETITION

NRE

Hercules Marine Services Corporation

NAME OF JOINT DEBTOR(SPOUSE)

ALL OTHER NAMES used by the debtor in the last 6 years

N/A

ALL OTHER NAMES used by the joint debtor in the last 6 years

UNITED STATES COURTS
SOUTHERN DISTRICT OF TEXAS
FILED

MAY - 4 1998

Michael M. Milby, Clerk of Court

SOC. SEC./TAX ID. NO.
76-0415601

SOC. SEC./TAX ID. NO.

98-34630-H2-7

STREET ADDRESS OF DEBTOR

Hercules Marine Services Corporation
11011 Richmond Ave., Ste. 500
Houston, Tx 77042

STREET ADDRESS OF JOINT DEBTOR

COUNTY OF RESIDENCE OR
PRINCIPAL PLACE OF BUSINESS
Brazoria

COUNTY OF RESIDENCE OR
PRINCIPAL PLACE OF BUSINESS

MAILING ADDRESS OF DEBTOR

Same as above.

MAILING ADDRESS OF JOINT DEBTOR

LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR

Brazoria County

VENUE

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

TYPE OF DEBTOR

INFORMATION REGARDING DEBTOR

Individual ☐
Joint ☒
Partnership ☐
Other ☐
Corporation Publicly Held ☐
Corporation Not Publicly Held ☐
Municipality ☐

CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE
PETITION IS FILED

☒ Chapter 7 ☐ Chapter 11 ☐ Chapter 13
☐ Chapter 9 ☐ Chapter 12 ☐ Sec. 304

NATURE OF DEBT

☒ Business

FILING FEE
☒ Filing fee waived
☐ Filing fee to be paid in installments

TYPE OF BUSINESS

Farming ☐
Professional ☐
Retail/Wholesale ☐
Stockbroker ☐
Transportation ☐
Manufacturing/Mining ☐
Real Estate ☐
Other Business ☐
Commodity Broker ☐
Construction ☐
Railroad ☐

NAME & ADDRESS OF LAW FIRM OR ATTORNEY

Griggs & Harrison, P. C.
100 Congress Ave., Ste. 1550
Austin, Tx 78701

Telephone: (512) 469-0780

BRIEFLY DESCRIBE NATURE OF BUSINESS

Cleaning of Marine Vessels

NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR

Stephen A. Roberts

☐ Debtor is not represented by an attorney.

STATISTICAL/ADMINISTRATIVE INFORMATION (U.S.C. § 604)

Debtor certifies that funds will be available for distribution to unsecured creditors.
Debtor certifies that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

ESTIMATED NUMBER OF CREDITORS

0-15 ☐ 16-49 ☐ 50-99 ☐ 100-199 ☐ 200-999 ☐ 1000-OVER ☐

ESTIMATED ASSETS (in thousands of dollars)

UNDER 50 ☐ 50-99 ☐ 100-499 ☐ 500-999 ☐ 1000-9999 ☐ 10,000-99,000 ☐ 100,000-OVER ☐

ESTIMATED LIABILITIES (in thousands of dollars)

UNDER 50 ☐ 50-99 ☐ 100-499 ☐ 500-999 ☐ 1000-9999 ☒ 10,000-99,000 ☐ 100,000-OVER ☐

ESTIMATED NUMBER OF EMPLOYEES

0 ☐ 1-19 ☐ 20-99 ☐ 100-999 ☐ 1000-OVER ☐

ESTIMATED NUMBER OF EQUITY SECURITY HOLDERS

0 ☐ 1-19 ☒ 20-99 ☐ 100-999 ☐ 1000-OVER ☐

THIS SPACE FOR COURT USE ONLY

Name of Debtor Hercules Marine Services Corporation
Case No.

FILED OF PLAN

A copy of debtor's proposed plan shall be attached

☐ Debtor intends to file a plan within the time allowed by statute, rule or order of the court.

PRIOR BANKRUPTCY CASE FILED WITHIN LAST 6 YEARS

LOCATION WHERE FILED	CASE NUMBER	DATE FILED
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PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE, PARTNER, OR AFFILIATE OF THE DEBTOR

NAME OF DEBTOR	CASE NUMBER	DATE
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RELATIONSHIP	DISTRICT	JUDGE
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NAME OF DEBTOR	CASE NUMBER	DATE
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RELATIONSHIP	DISTRICT	JUDGE
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REQUEST FOR RELIEF

Debtor requests relief in accordance with the chapter of title 11, United States Code specified in this position.

SIGNATURES

ATTORNEY

Signature [Signature]

Date 4/20/98

INDIVIDUAL JOINT DEBTOR(S)

Under penalty of perjury that the information provided in this position is true and correct.

Signature of Debtor

cc

Signature of Joint Debtor

cc

CORPORATE OR PARTNERSHIP DEBTOR

I declare under penalty of perjury that the information provided in this position is true and correct and that the filing of this petition on behalf of the debtor has been authorized.

X [Signature]

Signature of authorized individual

Thomas J. Seward, II

Print or type name of authorized individual

Corporate Representative

Title of individual authorized to file this petition

Date 4/27/98

EXHIBIT "A"

Exhibit "A" is attached and made a part of this position.

TO BE COMPLETED BY INDIVIDUAL CHAPTER 7 DEBTOR WITH PRIMARILY CONSUMER DEBTS (Sec P.L. 96-353 § 322)

I am aware that I may proceed under chapters 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each chapter, and choose to proceed under chapter 7 of such title.

If I am represented by an attorney Exhibit "B" has been completed.

Signature of Debtor

Date

Signature of Joint Debtor

Date

EXHIBIT "B"

If the attorney for the debtor(s) named in the foregoing position, declares that I have informed the debtor(s) that (we, you, or they) may proceed under chapters 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each chapter.

Signature of Attorney

Date

In re: Hercules Marine Services Corp.

Case No. _____

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	H-Husband W-Wife J-Joint C-Community	Current Market Value of Debtor's Interest in Property Without Deducting Any Secured Claim of Exemption	Amount of Secured Claim
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BCIC DIV 8, Lot 21- 100% ownership 21A-21B-22-24-24A- 25-55, Acres 27,650, 51 F J Calvit, Freeport, Brazoria County, Texas	\$266,870*
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BCIC DIV 8, Lot 23, 100% ownership Acres 5,000, 51 F J Calvit, Freeport, Brazoria County, Texas	\$46,820*
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BCIC DIV 8, Lot 57, 100% ownership Acres 5,000, 51 F J Calvit, Freeport, Brazoria County, Texas	\$2,500*
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BCIC DIV 8, Lot 58, 100% ownership Acres 5,000, 51 F J Calvit, Freeport, Brazoria County, Texas	\$2,500*
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TOTAL: \$318,690*

*Note: Brazoria County Appraised Value
Includes 1550 ft. of bulkhead on Intercoastal Canal.

In re: Hercules Marine Services Corp.

Case No. _____

SCHEDULE B - PERSONAL PROPERTY

Type of Property	N - None	Description and Location of Property	H-Husband W-Wife J-Joint C-Community	Current Market Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
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- | | | | | |
|---|---|---|---|-----------|
| 1 | Cash on hand. | | | \$0.00 |
| 2 | Checking, savings, or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives. | Checking Account
Primary Operating
Southwest Bank of Texas, NA
5 Post Oak Park
4400 Post Oak Parkway
Houston, Texas 77027
Acct. No. 76791
Through 4/16/98 | | \$316.37 |
| 3 | Security deposits with public utilities, telephone companies, landlords, and others. | | N | |
| 4 | Household goods and furnishings, including audio, video, and computer equipment. | | N | |
| 5 | Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles. | | N | |
| 6 | Wearing apparel. | | N | |
| 7 | Furs and jewelry. | | N | |

- | | | | | |
|----|---|---|--|-------------|
| 8 | Firearms and sports, photographic, and other hobby equipment. | N | | |
| 9 | Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each. | | Insurance Policy
Pollution - Freeport
5/1/97 - 5/1/98
Reliance National Indemnity
c/o ECS Underwriting
P. O. Box 636
Exton, Pa 19341 | \$0.00 |
| 10 | Annuities. Itemize and name each issuer. | N | | |
| 11 | Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize. | N | -- | |
| 12 | Stock and interests in incorporated and unincorporated businesses. Itemize. | N | | |
| 13 | Interests in partnerships or joint ventures. Itemize. | N | | |
| 14 | Government and corporate bonds and other negotiable instruments. | N | | |
| 15 | Accounts receivable. | | Trade Receivables
(See attached Schedule B-15) | \$10,300.97 |
| 16 | Alimony, maintenance, support, and property settlements to which the Debtor is or may be entitled. Give particulars. | N | | |
| 17 | Other liquidated debts owing Debtor, including tax refunds. Give particulars. | N | | |

18 Equitable or future interests, life estates, and rights or powers exercisable for the benefit of Debtor, other than those listed in Schedule of Real Property. N

19 Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust. N

20 Other contingent and unliquidated claims of every nature, including tax refunds, counter-claims of the Debtor, and rights to setoff claims. Give estimated value of each. N

21 Patents, copyrights, and other intellectual property. Give particulars. N

22 Licenses, franchises, and other general intangibles. Give particulars. N

23 Automobiles, trucks, trailers, and other vehicles. N

24 Boats, motors, and accessories.

Gay Lynn (Lowe Boat)
at 906 Marlin
Freeport, Texas
*Net book value is zero. It may
have some salvage value.

\$0.00*

25 Aircraft and accessories. N

26 Office equipment, furnishings, and supplies. N

27	Machinery, fixtures, equipment and supplies used in business.		See attached Schedule B27 Property located at 906 Marlin Freeport, Texas	\$115,270.00
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28	Inventory.	N		
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29	Animals.	N		
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30	Crops-growing or harvested. Give particulars.	N		
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31	Farming equipment and implements.	N		
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32	Farm supplies, chemicals, and feed.	N		
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33	Other personal property of any kind not already listed. Itemize.	N		
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TOTAL:

\$125,887.34

ACCOUNTS RECEIVABLE DETAIL AGING REPORT

ing date: 3/31/98

Document types: I = Invoice P = Payment C = Cr memo D = Dr memo B = Balance forward F = Finance charge

Notes: On types I, B, C and D, Amount-1 is the amount subject to discount. On type P Amount-1 is cash receipt amt.

On type F Amount-1 is fin charge amt. On types I, C and D, Amount-2 is the amount not subject to discount.

On type P Amount-2 is discount plus allowance. (No Amount-2 for types F & B).

Doc-#	Name	Balance	Aged customer balances			
Contact-1	Sales-rep	Credit-limit	Current	Over 30 days	Over 60	Over 90
Doc-#-1	A/R-account-#	Terms				
Doc-#-2		Last-pmt-dat				

IF	OPN-ITM BASF	9,596.00	.00	.00	.00	9,596.00
ERT PETERS	LARRY BALLINGER	200,000.00				
/238-6161	1200-100	NET 25 DAYS	0%	0%	0%	100%
	Accounts Receivable - Trade	12/02/97				

Doc-#	Doc-date	Typ	Apply-to	Due-date	Reference	Amount-1	Amount-2	Doc-total	Age
988	7/31/97	I	3988	8/25/97		3,763.25	.00	3,763.25	243
990	7/31/97	I	3990	8/25/97		4,718.25	.00	4,718.25	243
112	8/28/97	I	4012	9/22/97		1,114.50	.00	1,114.50	215

BULK	OPN-ITM SEABULK OFFSHORE	704.97	.00	.00	.00	704.97
	LARRY BALLINGER	10,000.00				
	1200-100	NET 25 DAYS	0%	0%	0%	100%
	Accounts Receivable - Trade	8/02/95				

Doc-#	Doc-date	Typ	Apply-to	Due-date	Reference	Amount-1	Amount-2	Doc-total	Age
05	5/19/97	I	3905	6/13/97		704.97	.00	704.97	316

and totals for 2 customers printed

lines show totals for customers with debit balances as of the aging date

lines show totals for customers with credit balances as of the aging date

	Total	Current	Over 30 days	Over 60	Over 90
bal cust totals:	10,300.97	.00 0%	.00 0%	.00 0%	10,300.97 100%
bal cust totals:	.00	.00 0%	.00 0%	.00 0%	.00 0%
Net totals:	10,300.97	.00 0%	.00 0%	.00 0%	10,300.97 100%

-- End of report --

Schedule B-27
Hercules Marine Equipment Schedule

Freeport Yard

No. 1 power house	\$500
Electrical system for power house	\$1,000
8 x 12 all steel storage building	\$500
50 x 100 steel building with OH crane	\$0 to 8,000*†
52 x 80 rigid frame steel building	\$0 to 5,000*‡
20 x 15 steel frame winch house	\$500
Building on lot 24 power substation	\$-0-
5 ton hoist w/trolley 1643 Serial #PDQ1104	\$800
Launch cradles	\$2,000
Winch motors cable & chain	\$5,000
Railway winch - Braden M150A Serial #P001313	\$2,000
Gould centrifugal pump model 3196 Serial #799B45184	\$-0-
	<u>\$25,300</u>

Marine Equipment

740 CRM electric air comp.	\$2,000
6612 TCE electron JC key phone system	\$200
3028 Serial #DLP82V12491KFT	
3 steel work tables	\$200
2 burning tables	\$200
Oil drum rack	\$50
2000 gal. diesel fuel tank	\$200
300 gal. portable storage tanks	\$-0-
3000 gal. tank	\$200
4000 gal. tank	\$200
2 Portable power substations	\$200
Rockwell drill press Mod 70-130 C156B Serial #32015-6	\$300
3 phase Baldor cut-off saw	\$500
Airco welding machine 400 amp	\$-0-
Airco welding machine 400 amp	\$-0-
Airco welding machine 400 amp	\$-0-
Airco welding machine 400 amp	\$100
Airco welding machine 400 amp	\$200
2 800 SX canned sand unit 2400	\$2,500
2 Portable canned sand units	\$1,000
2 25 ton sand hopper	\$1,000
2 portable oxygen & gas racks	\$200
18000 gal. cylindrical storage tank	<u>\$200</u>
	<u>\$9,050</u>

* Dependent upon buyer needs.

† \$8,000 amount shown for purposes of total

‡ \$5,000 amount shown for purposes of total

Marine Equipment - Continued

42000 gal. rectangular storage tank	\$-0-
10000 gal. vacuum tank	\$-0-
30000 gal. fresh water tank	\$200
Sullair electric air compressor 750CFM	\$-0-
Shop air compressor tank	\$100
4 1,600 bbl heavywall rivied tanks	\$-0-
60 bbl S/S pressure tank	\$200
9500 gal pressure vacuum tank	\$200
5500 gal. pressure vacuum tank	<u>\$200</u>
	\$900

Marine Office Furniture and Fixtures

Misc. office contents	\$2,000
Calculator - Canon	\$10
Calculator	\$10
Calculator	<u>\$0</u>
	\$2,020

Mobile Home Trailers (Offices at Freeport)

1978 Cliff 10 x 50 Serial #GT 1457	\$0
1978 Cliff 12 x 54 Serial #PT 3679	\$1,000
1978 Cliff 12 x 54 Serial #PT 8617	\$1,500
1978 Cliff 12 x 54 Serial #PT 8663	<u>\$1,500</u>
	\$4,000

Crane

30 MK Pettibone Multi Krane SN 08-4A-7227	\$5,000
Clark Forklift	<u>\$500</u>
	\$5,500

Boiler & Machinery (Freeport)

(1) 125 HP Cleaver Brooks Scotch Marine Boiler	\$10,000
Vacuum Pumps (Repl. Cost)	\$5,000
Thermal Oxidizer (Repl. Cost)	\$30,000
Tanks	\$500
3-2" Air Pumps for Suction Units	\$1,000
Containment Wall/Dyke for Storage Tanks	<u>\$-0-</u>
	\$46,500

Miscellaneous

5 Miller 300SS welding machine	\$-0-
1 Roots 1021 RAS-24 blower	\$10,000
2 Detenators	<u>\$12,000</u>
	\$22,000

Total:	\$115,270
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In re: Hercules Marine Services Corp.

Case No. _____

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor elects the exemption to which Debtor is entitled under (Check One Box)

☐ 11 U.S.C. §522(b)(1) Exemptions provided in 11 U.S.C. §522(d). Note: These exemptions are available only in certain states.

☐ 11 U.S.C. §522(b)(2) Exemptions available under applicable nonbankruptcy federal laws, state or local law where the Debtor's domicile has been located for the 180 days immediately preceding the filing of the petition, or for a longer portion of the 180-day period than in any other place, and the Debtor's interest as a tenant by the entirety or joint tenant to the extent the interest is exempt from process under applicable nonbankruptcy law.

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Market Value of Property Without Deducting Exemptions
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None.

In re: Hercules Marine Services Corp.

Case No. _____

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

☒ Check this box if Debtor has no creditors holding secured claims to report on this Schedule D.

Creditor's Name and Address, Including Zip Code, and Account Number	H-Husband W-Wife J-Joint C-Community D-Codebtor	Date Claim Incurred, Nature of Lien and Description and Market Value of Property Subject to Lien	C-Contingent U-Unliquidated D-Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
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Ray Cornett
Brazoria County Assessor-Collector
100A Courthouse
111 E. Locust Street
Angleton, Tx 77515-4678

1998 Ad Valorem
Taxes

\$35,000.00

TOTAL:

\$35,000.00

In re: Hercules Marine Services Corp.

Case No. _____

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

☒ Check this box if Debtor has no creditors holding unsecured priority claims to report on this Schedule E.

Creditor's Name and Address, Including Zip Code, and Account Number	H-Husband W-Wife J-Joint C-Community D-Codebtor	Date Claim Incurred, and Consideration for Claim	C-Contingent U-Unliquidated D-Disputed	Total Amount of Claim	Amount Entitled to Priority
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None.

In re: Hercules Marine Services Corp.

Case No. _____

SCHEDULE F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS

[] Check this box if Debtor has no creditors holding unsecured non-priority claims to report on this Schedule F.

Creditor's Name and Address, Including Zip Code, and Account Number	H-Husband W-Wife J-Joint C-Community D-Codebtor	Date Claim Incurred and Consideration for Claim. If Claim is Subject to Setoff, So State	C-Contingent U-Unliquidated D-Disputed	Amount of Claim
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Bob Casale c/o William J. Eggleston Taylor & Eggleston 333 Clay St., Ste. 4800 Houston, Texas 77002		N/A	D	\$600,000.00
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Hercules Offshore Corporation 11011 Richmond Avenue Suite 500 Houston, Texas 77002		Intercompany advances to fund operations		\$230,000.00
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State of Texas c/o Jerome Aldrich District Attorney, Brazoria County 408A Courthouse 111 E. Locust St. Angleton, Texas 77515-4678		Indictment for alleged falsification of reports to TNRCC	D	\$290,000.00
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TOTAL: **\$1,120,000.00**

In re: Hercules Marine Services Corp.

Case No. _____

SCHEDULE H - CODEBTORS

[x] Check this box if Debtor has no codebtors.

Name and Address of Codebtor	Name and Address of Creditor
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DECLARATION CONCERNING DEBTOR'S SCHEDULES

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 15 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: 4/29/98

HERCULES MARINE SERVICES CORPORATION

By: Thomas J. Seward, II
Thomas J. Seward, II Corporate Representative